

TRINITY INDUSTRIES LEASING COMPANY  
3910 Washington Avenue  
Houston, Texas 77007  
(713) 861-2955

INTERSTATE COMMERCE COMMISSION

June 23, 1988  
RECORDATION NO. 15494-G

JUN 23 1988 10 20 AM  
15494-H

RECORDATION NO. 15494-F

BY FEDERAL EXPRESS

JUN 23 1988 10 24 AM

JUN 23 1988 10 20 AM

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423  
Attention: Ms. Mildred Lee, Room 2303

INTERSTATE COMMERCE COMMISSION

RE: Documents for Recordation

Dear Ms. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Three (3) executed originals of a Supplemental Agreement No. 2 (the "Supplement"), a secondary document, dated as of June 23, 1988, between Trinity Industries Leasing Company, a Delaware corporation, and MTrust Corp, National Association, a national banking association, as Trustee; and

2. Three (3) executed originals of an Assignment, a secondary document, dated June 23, 1988, between Trinity Industries Leasing Company ("Assignor") and MTrust Corp, National Association, a national banking association, as Trustee ("Assignee"); and

3. Three (3) executed originals of a Bill of Sale, a secondary document, dated March 22, 1988, between Trinity Industries Leasing Company ("Seller") and MTrust Corp, National Association, a national banking association, as Trustee ("Buyer").

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 3910 Washington Avenue, Houston, Texas 77007, and the address of MTrust Corp, National Association, the Trustee, is 1717 Main Street, Twelfth Floor, Dallas, Texas 75201.

The railroad equipment covered by (1) the Supplement and the Assignment is described in Exhibit A attached hereto and (2) the Bill of Sale is described in Exhibit B attached hereto. The foregoing railroad equipment consists solely of tank cars.

Copy to - Mildred B. Lee

Enclosed is a certified check in the amount of \$39.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the Supplement, Assignment and the Bill of Sale, with filing data noted thereon, following recordation thereof, to the representative of Gardner, Carton & Douglas, who is delivering this letter and said enclosures to you.

The Supplement, Assignment and Bill of Sale relate to an Equipment Trust Agreement, a primary document, filed and recorded with the Secretary of the Interstate Commerce Commission on February 4, 1988, under recordation number 1 5494, dated as of January 15, 1988, between Trinity Industries Leasing Company (as Vendor and Lessee), and MTrust Corp, National Association (as Trustee).

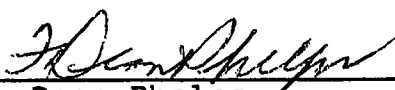
A short summary of the documents to appear in the index follows:

Secondary Documents. (i) Supplemental Agreement No. 2, a secondary document, dated as of June 23, 1988, between Trinity Industries Leasing Company, 3910 Washington Avenue, Houston, Texas 77007 and MTrust Corp, National Association, as Trustee, 1717 Main Street, Twelfth Floor, Dallas, Texas 75201, and relating to an Equipment Trust Agreement, a primary document, filed and recorded with the Secretary of the Interstate Commerce Commission under recordation number 1 5494, dated as of January 15, 1988, between Trinity Industries Leasing Company (as Vendor and Lessee), and MTrust Corp, National Association, as Trustee, and covering various railroad cars, (ii) Assignment, a secondary document, dated as of June 23, 1988, between Trinity Industries Leasing Company (as Assignor), and MTrust Corp, National Association, as Trustee, and covering various railroad cars and connected to the Equipment Trust Agreement referred to above and (iii) Bill of Sale, a secondary document, dated as of June 23, 1988, between Trinity Industries Leasing Company (as Seller) and MTrust Corp, National Association (as Buyer), and covering various railroad cars and connected to the Equipment Trust Agreement referred to above.

Very truly yours,

TRINITY INDUSTRIES LEASING COMPANY

By:

  
F. Dean Phelps  
Vice President  
(713) 861-2955

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 6

RECORDATION NO. 15494-H FILED

Bill of Sale

JUN 23 1988 10 24 AM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT is dated the 23rd day of June, 1988, between Trinity Industries Leasing Company, a Delaware corporation (hereinafter called "Seller"), and MTrust Corp, National Association, as Trustee (hereinafter called "Buyer"), as contemplated by the Equipment Trust Agreement dated as of January 15, 1988, as amended (the "Equipment Trust Agreement"), between Seller and Buyer,

W I T N E S S E T H:

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has good and marketable title to the described railroad cars and that Seller's title to the described railroad cars is free and clear of all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the

described railroad cars unto Buyer, its successors and assigns,  
against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: *Dean Phelps*  
Vice President

(SEAL)

ATTEST:

*Neil Q. Shoop*  
Assistant Secretary

State of Texas     )  
                              )  
County of Dallas )

On this 22<sup>nd</sup> day of June, 1988 before me personally  
appeared, *J. Dean Phelps*, to me personally known, who  
being by me duly sworn, says that he is a Vice President of  
Trinity Industries Leasing Company, that the seal affixed to the  
foregoing instrument is the corporate seal of said corporation,  
that said instrument was signed and sealed on behalf of said  
corporation by authority of its Board of Directors, and he  
acknowledged that the execution of the foregoing instrument was  
the free act and deed of said corporation.

(SEAL)

*Beverly Balludge*  
Signature of notary public

My commission expires: \_\_\_\_\_.

1. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

2. Railroad Car Net Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc. covering the following described railroad cars:

becke/8018/1/272 doc/2000/0018/0018